

Exhibit B-1

Class 3 Ballot

NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR ADVICE, OR TO MAKE ANY REPRESENTATION, OTHER THAN WHAT IS INCLUDED IN THE MATERIALS MAILED WITH THIS BALLOT.

IMPORTANT: NO CHAPTER 11 CASES OR CORRESPONDING RECOGNITION PROCEEDINGS UNDER THE CANADIAN COMPANIES' CREDITORS ARRANGEMENT ACT ("CCAA") HAVE BEEN COMMENCED AS OF THE DATE OF THE DISTRIBUTION OF THIS BALLOT. IF VOLUNTARY REORGANIZATION CASES ARE FILED, THE COMPANY INTENDS TO PROMPTLY SEEK CONFIRMATION OF THE PREPACKAGED CHAPTER 11 PLAN BY THE BANKRUPTCY COURT AND SEEK A CORRESPONDING RECOGNITION ORDER FROM THE CANADIAN COURT.

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
In re : Chapter 11
:
SquareTwo Financial Services :
Corporation., et al.,¹ : Case No. 17-_____ ()
:
Debtors. :
-----X

BALLOT FOR CLASS 3 FIRST LIEN LENDER CLAIMS VOTING TO ACCEPT OR REJECT THE JOINT PREPACKAGED CHAPTER 11 PLAN FOR SQUARETWO FINANCIAL SERVICES CORPORATION AND ITS AFFILIATED DEBTORS

THE VOTING DEADLINE BY WHICH YOUR BALLOT MUST BE ACTUALLY RECEIVED BY THE VOTING AGENT IS 5:00 P.M. (PREVAILING EASTERN TIME) ON MARCH 17, 2017 (THE "VOTING DEADLINE").

IF YOUR BALLOT IS NOT RECEIVED ON OR PRIOR TO THE VOTING DEADLINE, THE VOTE REPRESENTED BY YOUR BALLOT WILL NOT BE COUNTED, EXCEPT IN THE DEBTORS' SOLE DISCRETION.

¹ The prospective Debtors in the chapter 11 cases and the last four digits of each Debtor's federal taxpayer identification number or Canadian equivalent are as follows: Astrum Financial, LLC (2265); Autus, LLC (2736); CA Internet Marketing, LLC (7434); CACH, LLC d/b/a Fresh View Funding (6162); CACV of Colorado, LLC (3409); CACV of New Jersey, LLC (3499); Candeo, LLC (2809); CCL Financial Inc. (7548); Collect Air, LLC (7987); Collect America of Canada, LLC (7137); Healthcare Funding Solutions, LLC (2985); Metropolitan Legal Administration Services, Inc. (6811); Orsa, LLC (2864); Preferred Credit Resources Limited (0637); ReFinance America, Ltd. (4359); SquareTwo Financial Canada Corporation (1034); SquareTwo Financial Corporation (1849); and SquareTwo Financial Services Corporation d/b/a Fresh View Solutions (5554). The Debtors' executive headquarters are located at 6300 South Syracuse Way, Suite 300, Centennial, CO 80111

If you are, as of February 27, 2017 (the “**Voting Record Date**”), a holder of a Class 3 Claim (a “**First Lien Lender Claim**”) against SquareTwo Financial Services Corporation and/or any of its affiliated entities listed in footnote 1 (collectively, the “**Debtors**”) arising under or related to the Financing Agreement, dated as of May 24, 2016 (as amended, restated, supplemented or otherwise modified from time to time, the “**First Lien Financing Agreement**”), please use this ballot (the “**Ballot**”) to cast your vote to accept or reject the Joint Prepackaged Chapter 11 Plan for SquareTwo Financial Services Corporation and Its Affiliated Debtors (the “**Plan**”), which is being proposed by the Debtors. The Plan is Exhibit A to the Disclosure Statement, dated March 3, 2017 (the “**Disclosure Statement**”), which accompanies this Ballot and also provides the basis for the terms and conditions of the Plan. Capitalized terms used in this Ballot and the attached instructions that are not otherwise defined herein have the meanings given to them in the Plan. Before you transmit your votes, please review the Plan, the Disclosure Statement and all related documents enclosed herewith carefully, including the voting procedures explained in Article V of the Disclosure Statement.

The Plan can be confirmed by the Bankruptcy Court and thereby made binding upon you if it is accepted by the holders of at least two-thirds in dollar amount and more than one-half in number of Claims in each Class entitled to vote and that actually vote on the Plan, and if it otherwise satisfies the requirements of section 1129(a) of the Bankruptcy Code. If the requisite acceptances are not obtained (or if a Class of Claims or Interests is deemed to reject the Plan), the Bankruptcy Court may nonetheless confirm the Plan if it finds that the Plan provides fair and equitable treatment to, and does not discriminate unfairly against, the Class or Classes rejecting it, and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code.

Please note that the Plan contemplates separate classes of creditors and interest holders for voting and distribution purposes. Depending on the nature of the debt or interest that is held in or against the Debtors, a creditor may have claims and/or interests in multiple classes. The Disclosure Statement sets forth a description of the classes in the Plan.

If you have any questions on how to properly complete this Ballot, please call Prime Clerk, LLC (the “**Voting Agent**”) at 844-205-4337 (U.S. & Canada toll free) or 917-962-8384 (international) or email squaretwoballots@primeclerk.com. **THE VOTING AGENT IS NOT AUTHORIZED TO, AND WILL NOT, PROVIDE LEGAL ADVICE.**

PLEASE READ AND FOLLOW THE BELOW INSTRUCTIONS CAREFULLY. COMPLETE, SIGN (ELECTRONIC SIGNATURE IS ACCEPTABLE) AND DATE YOUR CUSTOMIZED BALLOT (PURSUANT TO THE INSTRUCTIONS BELOW), AND RETURN IT SO THAT IT IS ACTUALLY RECEIVED BY THE DEBTORS’ VOTING AGENT, PRIME CLERK LLC, ON OR BEFORE THE VOTING DEADLINE OF 5:00 P.M. (PREVAILING EASTERN TIME) ON MARCH 17, 2017. IF THIS BALLOT IS NOT COMPLETED, SIGNED, AND ACTUALLY RECEIVED BY THE DEBTORS’ VOTING AGENT PRIOR TO THE EXPIRATION OF THE VOTING DEADLINE, THEN THE VOTES TRANSMITTED BY THIS BALLOT WILL NOT BE COUNTED, EXCEPT IN THE DEBTORS’ SOLE DISCRETION.

IMPORTANT

You should carefully review the Disclosure Statement and Plan before you vote. You may wish to seek legal or other professional advice concerning the Plan and First Lien Financing Agreement as well as classification of your First Lien Lender Claim. Your First Lien Lender Claim against the Debtors has been placed in Class 3 under the Plan.

VOTING DEADLINE: 5:00 P.M. (PREVAILING EASTERN TIME) ON March 17, 2017.

If your Ballot is not received by the Debtors' Voting Agent on or before the Voting Deadline and such deadline is not extended, your vote will not count.

If the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote.

IF YOU (I) HAVE ANY QUESTIONS REGARDING THE BALLOT, (II) DID NOT RECEIVE A COPY OF THE DISCLOSURE STATEMENT OR PLAN, OR (III) NEED ADDITIONAL COPIES OF THE BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE VOTING AGENT BY CALLING 844-205-4337 (U.S. & CANADA TOLL FREE) OR 917-962-8384 (INTERNATIONAL) OR EMAILING SQUARETWOBALLOTS@PRIMECLERK.COM. PLEASE DO NOT DIRECT ANY INQUIRIES TO THE BANKRUPTCY COURT. THE VOTING AGENT IS NOT AUTHORIZED TO, AND WILL NOT, PROVIDE LEGAL ADVICE.

Item 1. *Voting Classification and Amount.* The undersigned hereby certifies that as of February 27, 2017, the undersigned was the record holder of First Lien Lender Claims in Class 3 under the Plan, in the aggregate unpaid principal amount of:

\$ _____
(enter amount)

Item 2. *Vote on Plan.* The undersigned holder of First Lien Lender Claim in Class 3 under the Plan, as described in Item 1 above, votes all such Claims to (check one box):

☐ **Accept** the Plan

OR

☐ **Reject** the Plan

A vote to accept or reject the Plan will be deemed to be a vote to accept or reject the Plan for each of the companies directly involved in the proposed restructuring transaction.

IMPORTANT INFORMATION REGARDING THE RELEASES

Following confirmation, subject to Article XII of the Plan, the Plan will be substantially consummated on the Effective Date. Among other things, effective as of the Confirmation Date but subject to the occurrence of the Effective Date, certain release, injunction, exculpation and discharge provisions set forth in Article XII of the Plan will become effective. In determining how to cast your vote on the Plan, it is important to read the provisions contained in Article XII of the Plan very carefully so that you understand how confirmation and substantial consummation of the Plan — which effectuates such provisions — will affect you and any Claim(s) you may hold against the Debtors and/or certain other Released Parties specified in the Plan.²

EXCEPT AS OTHERWISE PROVIDED IN THE PLAN OR THE CONFIRMATION ORDER, ON THE EFFECTIVE DATE, EACH OF THE RELEASED PARTIES, IN CONSIDERATION FOR THE OBLIGATIONS OF THE RESPECTIVE RELEASED PARTIES UNDER THE PLAN WILL HAVE CONSENTED TO THE PLAN FOR ALL PURPOSES AND THE RESTRUCTURING EMBODIED THEREIN AND FOREVER RELEASE, WAIVE AND DISCHARGE ALL CLAIMS, OBLIGATIONS, SUITS, JUDGMENTS, DEMANDS, DEBTS, RIGHTS, CAUSES OF ACTION AND LIABILITIES (OTHER THAN THE RIGHT TO ENFORCE THE PLAN AND THE CONTRACTS, INSTRUMENTS, RELEASES, AGREEMENTS AND DOCUMENTS DELIVERED UNDER OR IN CONNECTION WITH THE PLAN) AGAINST THE OTHER RELEASED PARTIES AND THE REORGANIZED DEBTORS (INCLUDING THE ACQUIRED DEBTORS AND THE DISSOLVING DEBTORS), WHETHER LIQUIDATED OR UNLIQUIDATED, FIXED OR CONTINGENT, MATURED OR UNMATURED, KNOWN OR UNKNOWN, FORESEEN OR UNFORESEEN, THEN EXISTING OR THEREAFTER ARISING, IN LAW, EQUITY OR OTHERWISE THAT ARE BASED IN WHOLE OR IN PART ON ANY ACT OR OMISSION, TRANSACTION, EVENT OR OTHER OCCURRENCE TAKING PLACE ON OR PRIOR TO THE EFFECTIVE DATE IN ANY WAY RELATING TO THE DEBTORS, THE REORGANIZED DEBTORS, INCLUDING THE ACQUIRED DEBTORS AND THE DISSOLVING DEBTORS, THE PURCHASE, SALE OR RECISSION OF THE

² *Released Parties* means, collectively, and each solely in its capacity as such: (a) the Debtors and Reorganized Debtors (including the Acquired Debtors and the Dissolving Debtors); (b) the DIP Administrative Agent and the DIP Lenders; (c) the First Lien Administrative Agent; (d) the 1.25 Lien Administrative Agent; (e) the 1.5 Lien Administrative Agent; (f) the Consenting Lenders; (g) the Plan Investor; (h) the Creditors' Committee (if any) and each of its members solely in their capacity as members of the Creditors' Committee; and (i) each of such parties' respective predecessors, successors, assigns, subsidiaries, owners, affiliates, managed accounts or funds and their current and former officers, directors, managers, managing members, employees (other than with respect to (1) money borrowed from or owed to the Debtors by any such employees as set forth in any of the Debtor's books and records, or (2) any obligations owed by such employees to such Debtor or pursuant to written agreement), managers, members, principals, shareholders, agents, advisory board members, management companies, fund advisors, partners, attorneys, financial advisors or other professionals or representatives, together with their successors and assigns; provided, however, that such attorneys and professional advisors shall only include those that provided services related to the Chapter 11 Cases or the Canadian Proceeding and the transactions contemplated by the Plan; provided, further, that no Person shall be a Released Party if it objects to the releases provided for in Article XII of the Plan.

PURCHASE OR SALE OF ANY SECURITY OF THE DEBTORS, THE SUBJECT MATTER OF, OR THE TRANSACTIONS OR EVENTS GIVING RISE TO, ANY CLAIM OR INTEREST THAT IS TREATED IN THE PLAN, THE PARTIES RELEASED PURSUANT TO SECTION 12.6 OF THE PLAN, THE CHAPTER 11 CASES, THE CANADIAN PROCEEDING, THE RSA, PLAN FUNDING AGREEMENT, THE DIP FACILITY, THE PLAN FUNDING AGREEMENT, THE PLAN OR THE DISCLOSURE STATEMENT.

EXCEPT AS OTHERWISE PROVIDED IN THE PLAN OR THE CONFIRMATION ORDER, AND EXCEPT WITH RESPECT TO ANY CLAIMS AGAINST DIRECTORS THAT CANNOT BE RELEASED UNDER SECTION 5.1(2) OF THE COMPANIES' CREDITORS ARRANGEMENT ACT (CANADA), ON THE EFFECTIVE DATE, EACH OF THE DIRECTORS AND OFFICERS OF THE DEBTORS SERVING IN SUCH CAPACITIES AS OF THE PETITION DATE, EACH IN THEIR CAPACITIES AS SUCH, SHALL BE DEEMED TO BE RELEASED FROM ALL CLAIMS, OBLIGATIONS, SUITS, JUDGMENTS, DEMANDS, DEBTS, RIGHTS, CAUSES OF ACTION AND LIABILITIES WHATSOEVER (OTHER THAN THE RIGHT TO ENFORCE THE OBLIGATIONS OF ANY PARTY UNDER THE PLAN AND THE CONTRACTS, INSTRUMENTS, RELEASES, AGREEMENTS AND DOCUMENTS DELIVERED UNDER OR IN CONNECTION WITH THE PLAN), WHETHER LIQUIDATED OR UNLIQUIDATED, FIXED OR CONTINGENT, MATURED OR UNMATURED, KNOWN OR UNKNOWN, FORESEEN OR UNFORESEEN, THEN EXISTING OR THEREAFTER ARISING, IN LAW, EQUITY OR OTHERWISE THAT ARE BASED IN WHOLE OR IN PART ON ANY ACT OR OMISSION, TRANSACTION, EVENT OR OTHER OCCURRENCE TAKING PLACE ON OR PRIOR TO MAY 24, 2016 IN ANY WAY RELATING TO THE DEBTORS.

Item 3. Tax Information.

Under penalty of perjury, Claimant certifies that:

- A. Claimant's correct taxpayer identification number is:
(Social Security Number) ____-____-____,
(or Employer Identification Number) ____-____; and
- B. Claimant is not subject to backup withholding because (please check appropriate box):
- ☐ (i) Claimant is exempt from backup withholding;
- ☐ (ii) Claimant has not been notified by the Internal Revenue Service ("**IRS**") that Claimant is subject to backup withholding as a result of a failure to report all interest or dividends; or
- ☐ (iii) The IRS has notified Claimant that Claimant is no longer subject to backup withholding.

Item 4: *Certifications.* By returning this Ballot, the undersigned holder of First Lien Lender Claims in Class 3 under the Plan, as described in Item 1 above, certifies that (a) it has full power and authority to vote to accept or reject the Plan; (b) it was the record holder of the Claims described in Item 1 on February 27, 2017; (c) it has received a copy of the Plan and Disclosure Statement (and all attachments and supplements thereto); and (d) all authority conferred or agreed to be conferred pursuant to this Ballot, and every obligation of the undersigned hereunder, shall be binding upon the transferees, successors, assigns, heirs, executors, administrators, trustees in bankruptcy and legal representatives of the undersigned and shall not be affected by, and shall survive, the death or incapacity of the undersigned. The undersigned understands that an otherwise properly completed, executed and timely-returned Ballot that does not indicate either acceptance or rejection of the Plan or indicates both acceptance and rejection of the Plan will not be counted. By signing this Ballot you also are acknowledging that your vote is subject to all terms or conditions set forth in the Disclosure Statement and Plan.

Name of Claimant:

Signature:

Print Name:

Title:

Street Address:

City, State and Zip Code:

Telephone Number:

Email Address:

Date Completed:

THIS BALLOT MUST BE ACTUALLY RECEIVED BY THE DEBTORS' VOTING AGENT, PRIME CLERK, (I) VIA THE ONLINE E-BALLOT PLATFORM AT HTTP://CASES.PRIMECLERK.COM/SQUARETWOBALLOTS OR (II) AT SQUARETWO BALLOT PROCESSING, C/O PRIME CLERK LLC, 830 THIRD AVENUE, 3RD FLOOR, NEW YORK, NY 10022, NO LATER THAN 5:00 P.M. (PREVAILING EASTERN TIME) ON MARCH 17, 2017, OR THE VOTES TRANSMITTED THEREBY WILL NOT BE COUNTED, EXCEPT IN THE DEBTORS' SOLE DISCRETION.

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, OR IF YOU NEED ADDITIONAL COPIES OF THIS BALLOT, THE DISCLOSURE STATEMENT, THE PLAN, OR OTHER RELATED MATERIALS OR DOCUMENTS, PLEASE CALL THE VOTING AGENT, PRIME CLERK, AT 844-205-4337 (U.S. & CANADA TOLL FREE) OR 917-962-8384 (INTERNATIONAL) OR EMAIL SQUARETWOBALLOTS@PRIMECLERK.COM.

INSTRUCTIONS FOR COMPLETING THE BALLOT

1. In order for your vote to count, you must:

- (i) In the boxes provided in Item 2 of the Ballot, indicate either acceptance or rejection of the Plan by checking the appropriate box;
- (ii) Review the certification in Item 4 of the Ballot; and either
 - a. electronically complete, sign, and return your customized electronic Ballot by utilizing the “E-Ballot” platform on Prime Clerk’s website (as set forth below in paragraph 4) so that it is **actually received** by Prime Clerk no later than the Voting Deadline of 5:00 P.M. on March 17, 2017 (unless such time is extended by the Debtors); **OR**
 - b. complete, sign, and return your Ballot by first class mail, overnight courier or hand delivery so that it is **actually received** by Prime Clerk no later than the Voting Deadline of 5:00 P.M. on March 17, 2017 (unless such time is extended by the Debtors). A pre-addressed, postage pre-paid return envelope is enclosed for your convenience. Any unsigned or non-original Ballot will not be counted. Return the completed Ballot to:

**SquareTwo Ballot Processing
c/o Prime Clerk LLC
830 Third Avenue, 3rd Floor
New York, New York 10022
Phone: 844-205-4337 (U.S. & Canada toll free)
Or 917-962-8384 (international)**

- (iii) To facilitate distributions under the Plan (to the extent that the Plan is confirmed and consummated), please complete Item 3, which requests certain tax information that is necessary to make distributions to holders of Claims.

2. **The method of delivery of your Ballot is at your election and at your own risk. HOLDERS ARE STRONGLY ENCOURAGED TO SUBMIT THEIR BALLOTS VIA THE E-BALLOT PLATFORM. Prime Clerk’s E-Ballot platform is the sole manner in which Ballots will be accepted via electronic or online transmission. Except in the Debtors’ sole discretion, Ballots submitted by facsimile, email or means of electronic transmission other than Prime Clerk’s “E-Ballot” will not be counted.**

3. **Creditors who cast a Ballot using Prime Clerk’s “E-Ballot” platform should NOT also submit a paper Ballot.**

4. **IMPORTANT NOTE:** You will need the following information to retrieve and submit your customized electronic Ballot:

Unique E-Ballot ID#: _____

To submit your Ballot via the E-Ballot platform, please visit <http://cases.primeclerk.com/squaretwoballots>. Click on the "Submit E-Ballot" section of the website and follow the instructions to submit your Ballot. Each E-Ballot ID# is to be used solely for voting only those Claims described in Item 1 of your electronic Ballot. Please complete and submit an E-Ballot for each E-Ballot ID# you receive, as applicable.

If you are unable to use the E-Ballot platform or need assistance from Prime Clerk in completing and submitting your Ballot, please contact Prime Clerk (a) via phone at 844-205-4337 (U.S. & Canada toll free) or 917-962-8384 (international) or (b) via e-mail at squaretwoballots@primeclerk.com.

5. A properly completed, executed and timely-returned Ballot that either (a) indicates both an acceptance and rejection of the Plan or (b) fails to indicate either an acceptance or rejection of the Plan will not be counted.

6. You must vote all your Claims within a single Class under the Plan either to accept or reject the Plan. Accordingly, a Ballot (or multiple Ballots with respect to Claims within a single Class) that partially rejects and partially accepts the Plan will not be counted.

7. If you cast more than one ballot voting the same Claim prior to the Voting Deadline, the last valid Ballot timely received shall be deemed to reflect the voter's intent and shall supersede and revoke any earlier received Ballot. If you simultaneously cast inconsistent duplicate Ballots with respect to the same Claim, such Ballots shall not be counted.

8. Any Ballot cast by a person or entity that did not hold a claim or interest in Class 3 (First Lien Lender Claims), Class 4 (1.25 Lien Lender Claims), or Class 5 (1.5 Lien Lender Claims) will not be counted. These instructions are attached to a Class 3 (First Lien Lender Claims) Ballot.

9. Any Ballot that is illegible or that contains insufficient information to permit the identification of the claimant will not be counted.

10. The Ballot does not constitute, and shall not be deemed to be, a proof of claim or equity interest or an assertion or admission of a Claim or an Interest.

11. It is important that you vote. The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if it is accepted by the holders of at least two-thirds in amount and one-half in number of the Claims in each impaired Class who vote on the Plan and if the Plan otherwise satisfies the applicable requirements of section 1129(a) of title 11 of the United States Code (the "Bankruptcy Code"). The votes of Claims actually voted in your Class will bind both those who vote and those who do not vote. If the requisite acceptances are not obtained, the Bankruptcy Court nonetheless may confirm the Plan if it finds that the Plan: (a) provides fair and equitable treatment to, and does not unfairly discriminate against, the Class or Classes voting to reject the Plan; and (b) otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code.

12. If you hold Claims in more than one voting Class under the Plan, you should receive a Ballot for each such category of Claims, coded by Class number and description, and a set of solicitation materials with respect to each such Claim. Each Ballot you receive is for voting only your Claim described in that ballot. Please complete and return each Ballot you receive. The attached Ballot is designated only for voting Class 3 First Lien Lender Claims.

13. The Ballot is not a letter of transmittal and may not be used for any purposes other than to cast a vote to accept or reject the Plan. Holders should not surrender, at this time, certificates (if any) representing their securities. No party will accept delivery of any such certificates surrendered together with this Ballot.

14. NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR ADVICE, OR TO MAKE ANY REPRESENTATION, OTHER THAN WHAT IS CONTAINED IN THE MATERIALS MAILED WITH THIS BALLOT OR OTHER SOLICITATION MATERIALS APPROVED BY THE BANKRUPTCY COURT, INCLUDING, WITHOUT LIMITATION, THE DISCLOSURE STATEMENT.

15. PLEASE RETURN YOUR BALLOT PROMPTLY.

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE PROCEDURES GENERALLY, OR IF YOU NEED ADDITIONAL COPIES OF THE BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT PRIME CLERK AT 844-205-4337 (U.S. & CANADA) OR 917-962-8384 (INTERNATIONAL). THE VOTING AGENT IS NOT AUTHORIZED TO PROVIDE LEGAL ADVICE.

Exhibit B-2

Class 4 Ballot

NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR ADVICE, OR TO MAKE ANY REPRESENTATION, OTHER THAN WHAT IS INCLUDED IN THE MATERIALS MAILED WITH THIS BALLOT.

IMPORTANT: NO CHAPTER 11 CASES OR CORRESPONDING RECOGNITION PROCEEDINGS UNDER THE CANADIAN COMPANIES' CREDITORS ARRANGEMENT ACT ("CCAA") HAVE BEEN COMMENCED AS OF THE DATE OF THE DISTRIBUTION OF THIS BALLOT. IF VOLUNTARY REORGANIZATION CASES ARE FILED, THE COMPANY INTENDS TO PROMPTLY SEEK CONFIRMATION OF THE PREPACKAGED CHAPTER 11 PLAN BY THE BANKRUPTCY COURT AND SEEK A CORRESPONDING RECOGNITION ORDER FROM THE CANADIAN COURT.

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
In re : Chapter 11
:
SquareTwo Financial Services :
Corporation., et al.,¹ : Case No. 17-_____ ()
:
Debtors. :
-----X

BALLOT FOR CLASS 4 1.25 LIEN LENDER CLAIMS VOTING TO ACCEPT OR REJECT THE JOINT PREPACKAGED CHAPTER 11 PLAN FOR SQUARETWO FINANCIAL SERVICES CORPORATION AND ITS AFFILIATED DEBTORS

THE VOTING DEADLINE BY WHICH YOUR BALLOT MUST BE ACTUALLY RECEIVED BY THE VOTING AGENT IS 5:00 P.M. (PREVAILING EASTERN TIME) ON MARCH 17, 2017 (THE "VOTING DEADLINE").

IF YOUR BALLOT IS NOT RECEIVED ON OR PRIOR TO THE VOTING DEADLINE, THE VOTE REPRESENTED BY YOUR BALLOT WILL NOT BE COUNTED, EXCEPT IN THE DEBTORS' SOLE DISCRETION.

¹ The prospective Debtors in the chapter 11 cases and the last four digits of each Debtor's federal taxpayer identification number or Canadian equivalent are as follows: Astrum Financial, LLC (2265); Autus, LLC (2736); CA Internet Marketing, LLC (7434); CACH, LLC d/b/a Fresh View Funding (6162); CACV of Colorado, LLC (3409); CACV of New Jersey, LLC (3499); Candeo, LLC (2809); CCL Financial Inc. (7548); Collect Air, LLC (7987); Collect America of Canada, LLC (7137); Healthcare Funding Solutions, LLC (2985); Metropolitan Legal Administration Services, Inc. (6811); Orsa, LLC (2864); Preferred Credit Resources Limited (0637); ReFinance America, Ltd. (4359); SquareTwo Financial Canada Corporation (1034); SquareTwo Financial Corporation (1849); and SquareTwo Financial Services Corporation d/b/a Fresh View Solutions (5554). The Debtors' executive headquarters are located at 6300 South Syracuse Way, Suite 300, Centennial, CO 80111.

If you are, as of February 27, 2017 (the “**Voting Record Date**”), a holder of a Class 4 Claim (a “**1.25 Lien Lender Claim**”) against SquareTwo Financial Services Corporation and/or any of its affiliated entities listed in footnote 1 (collectively, the “**Debtors**”) arising under or related to the Credit Agreement, dated as of May 24, 2016 (as amended, restated, supplemented or otherwise modified from time to time, the “**1.25 Lien Credit Agreement**”), please use this ballot (the “**Ballot**”) to cast your vote to accept or reject the Joint Prepackaged Chapter 11 Plan for SquareTwo Financial Services Corporation and Its Affiliated Debtors (the “**Plan**”), which is being proposed by the Debtors. The Plan is Exhibit A to the Disclosure Statement, dated March 3, 2017 (the “**Disclosure Statement**”), which accompanies this Ballot and also provides the basis for the terms and conditions of the Plan. Capitalized terms used in this Ballot and the attached instructions that are not otherwise defined herein have the meanings given to them in the Plan. Before you transmit your votes, please review the Plan, the Disclosure Statement and all related documents enclosed herewith carefully, including the voting procedures explained in Article V of the Disclosure Statement.

The Plan can be confirmed by the Bankruptcy Court and thereby made binding upon you if it is accepted by the holders of at least two-thirds in dollar amount and more than one-half in number of Claims in each Class entitled to vote and that actually vote on the Plan, and if it otherwise satisfies the requirements of section 1129(a) of the Bankruptcy Code. If the requisite acceptances are not obtained (or if a Class of Claims or Interests is deemed to reject the Plan), the Bankruptcy Court may nonetheless confirm the Plan if it finds that the Plan provides fair and equitable treatment to, and does not discriminate unfairly against, the Class or Classes rejecting it, and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code.

Please note that the Plan contemplates separate classes of creditors and interest holders for voting and distribution purposes. Depending on the nature of the debt or interest that is held in or against the Debtors, a creditor may have claims and/or interests in multiple classes. The Disclosure Statement sets forth a description of the classes in the Plan.

If you have any questions on how to properly complete this Ballot, please call Prime Clerk, LLC (the “**Voting Agent**”) at 844-205-4337 (U.S. & Canada toll free) or 917-962-8384 (international) or email squaretwoballots@primeclerk.com. **THE VOTING AGENT IS NOT AUTHORIZED TO, AND WILL NOT, PROVIDE LEGAL ADVICE.**

PLEASE READ AND FOLLOW THE BELOW INSTRUCTIONS CAREFULLY. COMPLETE, SIGN (ELECTRONIC SIGNATURE IS ACCEPTABLE) AND DATE YOUR CUSTOMIZED BALLOT (PURSUANT TO THE INSTRUCTIONS BELOW), AND RETURN IT SO THAT IT IS ACTUALLY RECEIVED BY THE DEBTORS’ VOTING AGENT, PRIME CLERK LLC, ON OR BEFORE THE VOTING DEADLINE OF 5:00 P.M. (PREVAILING EASTERN TIME) ON MARCH 17, 2017. IF THIS BALLOT IS NOT COMPLETED, SIGNED, AND ACTUALLY RECEIVED BY THE DEBTORS’ VOTING AGENT PRIOR TO THE EXPIRATION OF THE VOTING DEADLINE, THEN THE VOTES TRANSMITTED BY THIS BALLOT WILL NOT BE COUNTED, EXCEPT IN THE DEBTORS’ SOLE DISCRETION.

IMPORTANT

You should carefully review the Disclosure Statement and Plan before you vote. You may wish to seek legal or other professional advice concerning the Plan and 1.25 Lien Credit Agreement as well as classification of your 1.25 Lien Lender Claim. Your 1.25 Lien Lender Claim against the Debtors has been placed in Class 4 under the Plan.

VOTING DEADLINE: 5:00 P.M. (PREVAILING EASTERN TIME) ON MARCH 17, 2017.

If your Ballot is not received by the Debtors' Voting Agent on or before the Voting Deadline and such deadline is not extended, your vote will not count.

If the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote.

IF YOU (I) HAVE ANY QUESTIONS REGARDING THE BALLOT, (II) DID NOT RECEIVE A COPY OF THE DISCLOSURE STATEMENT OR PLAN, OR (III) NEED ADDITIONAL COPIES OF THE BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE VOTING AGENT BY CALLING 844-205-4337 (U.S. & CANADA TOLL FREE) OR 917-962-8384 (INTERNATIONAL) OR EMAILING SQUARETWOBALLOTS@PRIMECLERK.COM. PLEASE DO NOT DIRECT ANY INQUIRIES TO THE BANKRUPTCY COURT. THE VOTING AGENT IS NOT AUTHORIZED TO, AND WILL NOT, PROVIDE LEGAL ADVICE.

Item 1. *Voting Classification and Amount.* The undersigned hereby certifies that as of February 27, 2017, the undersigned was the record holder of 1.25 Lien Lender Claims in Class 4 under the Plan, in the aggregate unpaid principal amount of:

\$ _____
(enter amount)

Item 2. *Vote on Plan.* The undersigned holder of 1.25 Lien Lender Claim in Class 4 under the Plan, as described in Item 1 above, votes all such Claims to (check one box):

☐ **Accept** the Plan

OR

☐ **Reject** the Plan

A vote to accept or reject the Plan will be deemed to be a vote to accept or reject the Plan for each of the companies directly involved in the proposed restructuring transaction.

IMPORTANT INFORMATION REGARDING THE RELEASES

Following confirmation, subject to Article XII of the Plan, the Plan will be substantially consummated on the Effective Date. Among other things, effective as of the Confirmation Date but subject to the occurrence of the Effective Date, certain release, injunction, exculpation and discharge provisions set forth in Article XII of the Plan will become effective. In determining how to cast your vote on the Plan, it is important to read the provisions contained in Article XII of the Plan very carefully so that you understand how confirmation and substantial consummation of the Plan — which effectuates such provisions — will affect you and any Claim(s) you may hold against the Debtors and/or certain other Released Parties specified in the Plan.²

EXCEPT AS OTHERWISE PROVIDED IN THE PLAN OR THE CONFIRMATION ORDER, ON THE EFFECTIVE DATE, EACH OF THE RELEASED PARTIES, IN CONSIDERATION FOR THE OBLIGATIONS OF THE RESPECTIVE RELEASED PARTIES UNDER THE PLAN WILL HAVE CONSENTED TO THE PLAN FOR ALL PURPOSES AND THE RESTRUCTURING EMBODIED THEREIN AND FOREVER RELEASE, WAIVE AND DISCHARGE ALL CLAIMS, OBLIGATIONS, SUITS, JUDGMENTS, DEMANDS, DEBTS, RIGHTS, CAUSES OF ACTION AND LIABILITIES (OTHER THAN THE RIGHT TO ENFORCE THE PLAN AND THE CONTRACTS, INSTRUMENTS, RELEASES, AGREEMENTS AND DOCUMENTS DELIVERED UNDER OR IN CONNECTION WITH THE PLAN) AGAINST THE OTHER RELEASED PARTIES AND THE REORGANIZED DEBTORS (INCLUDING THE ACQUIRED DEBTORS AND THE DISSOLVING DEBTORS), WHETHER LIQUIDATED OR UNLIQUIDATED, FIXED OR CONTINGENT, MATURED OR UNMATURED, KNOWN OR UNKNOWN, FORESEEN OR UNFORESEEN, THEN EXISTING OR THEREAFTER ARISING, IN LAW, EQUITY OR OTHERWISE THAT ARE BASED IN WHOLE OR IN PART ON ANY ACT OR OMISSION, TRANSACTION, EVENT OR OTHER OCCURRENCE TAKING PLACE ON OR PRIOR TO THE EFFECTIVE DATE IN ANY WAY RELATING TO THE DEBTORS, THE REORGANIZED DEBTORS, INCLUDING THE ACQUIRED DEBTORS AND THE DISSOLVING DEBTORS, THE PURCHASE, SALE OR RECISSION OF THE

² *Released Parties* means, collectively, and each solely in its capacity as such: (a) the Debtors and Reorganized Debtors (including the Acquired Debtors and the Dissolving Debtors); (b) the DIP Administrative Agent and the DIP Lenders; (c) the First Lien Administrative Agent; (d) the 1.25 Lien Administrative Agent; (e) the 1.5 Lien Administrative Agent; (f) the Consenting Lenders; (g) the Plan Investor; (h) the Creditors' Committee (if any) and each of its members solely in their capacity as members of the Creditors' Committee; and (i) each of such parties' respective predecessors, successors, assigns, subsidiaries, owners, affiliates, managed accounts or funds and their current and former officers, directors, managers, managing members, employees (other than with respect to (1) money borrowed from or owed to the Debtors by any such employees as set forth in any of the Debtor's books and records, or (2) any obligations owed by such employees to such Debtor or pursuant to written agreement), managers, members, principals, shareholders, agents, advisory board members, management companies, fund advisors, partners, attorneys, financial advisors or other professionals or representatives, together with their successors and assigns; provided, however, that such attorneys and professional advisors shall only include those that provided services related to the Chapter 11 Cases or the Canadian Proceeding and the transactions contemplated by the Plan; provided, further, that no Person shall be a Released Party if it objects to the releases provided for in Article XII of the Plan.

PURCHASE OR SALE OF ANY SECURITY OF THE DEBTORS, THE SUBJECT MATTER OF OR THE TRANSACTIONS OR EVENTS GIVING RISE TO, ANY CLAIM OR INTEREST THAT IS TREATED IN THE PLAN, THE PARTIES RELEASED PURSUANT TO SECTION 12.6 OF THE PLAN, THE CHAPTER 11 CASES, THE CANADIAN PROCEEDING, THE RSA, PLAN FUNDING AGREEMENT, THE DIP FACILITY, THE PLAN FUNDING AGREEMENT, THE PLAN OR THE DISCLOSURE STATEMENT.

EXCEPT AS OTHERWISE PROVIDED IN THE PLAN OR THE CONFIRMATION ORDER, AND EXCEPT WITH RESPECT TO ANY CLAIMS AGAINST DIRECTORS THAT CANNOT BE RELEASED UNDER SECTION 5.1(2) OF THE CCAA, ON THE EFFECTIVE DATE, EACH OF THE DIRECTORS AND OFFICERS OF THE DEBTORS SERVING IN SUCH CAPACITIES AS OF THE PETITION DATE, EACH IN THEIR CAPACITIES AS SUCH, SHALL BE DEEMED TO BE RELEASED FROM ALL CLAIMS, OBLIGATIONS, SUITS, JUDGMENTS, DEMANDS, DEBTS, RIGHTS, CAUSES OF ACTION AND LIABILITIES WHATSOEVER (OTHER THAN THE RIGHT TO ENFORCE THE OBLIGATIONS OF ANY PARTY UNDER THE PLAN AND THE CONTRACTS, INSTRUMENTS, RELEASES, AGREEMENTS AND DOCUMENTS DELIVERED UNDER OR IN CONNECTION WITH THE PLAN), WHETHER LIQUIDATED OR UNLIQUIDATED, FIXED OR CONTINGENT, MATURED OR UNMATURED, KNOWN OR UNKNOWN, FORESEEN OR UNFORESEEN, THEN EXISTING OR THEREAFTER ARISING, IN LAW, EQUITY OR OTHERWISE THAT ARE BASED IN WHOLE OR IN PART ON ANY ACT OR OMISSION, TRANSACTION, EVENT OR OTHER OCCURRENCE TAKING PLACE ON OR PRIOR TO MAY 24, 2016 IN ANY WAY RELATING TO THE DEBTORS.

Item 3. Tax Information.

Under penalty of perjury, Claimant certifies that:

- A. Claimant's correct taxpayer identification number is:
(Social Security Number) ____-____-____,
(or Employer Identification Number) ____-____; and
- B. Claimant is not subject to backup withholding because (please check appropriate box):
- ☐ (i) Claimant is exempt from backup withholding;
- ☐ (ii) Claimant has not been notified by the Internal Revenue Service ("IRS") that Claimant is subject to backup withholding as a result of a failure to report all interest or dividends; or
- ☐ (iii) The IRS has notified Claimant that Claimant is no longer subject to backup withholding.

Item 4: *Certifications.* By returning this Ballot, the undersigned holder of 1.25 Lien Lender Claims in Class 4 under the Plan, as described in Item 1 above, certifies that (a) it has full power and authority to vote to accept or reject the Plan; (b) it was the record holder of the Claims described in Item 1 on February 27, 2017; (c) it has received a copy of the Plan and Disclosure Statement (and all attachments and supplements thereto); and (d) all authority conferred or agreed to be conferred pursuant to this Ballot, and every obligation of the undersigned hereunder, shall be binding upon the transferees, successors, assigns, heirs, executors, administrators, trustees in bankruptcy and legal representatives of the undersigned and shall not be affected by, and shall survive, the death or incapacity of the undersigned. The undersigned understands that an otherwise properly completed, executed and timely-returned Ballot that does not indicate either acceptance or rejection of the Plan or indicates both acceptance and rejection of the Plan will not be counted. By signing this Ballot you also are acknowledging that your vote is subject to all terms or conditions set forth in the Disclosure Statement and Plan.

Name of Claimant: _____

Signature: _____

Print Name: _____

Title: _____

Street Address: _____

City, State and Zip Code: _____

Telephone Number: _____

Email Address: _____

Date Completed: _____

THIS BALLOT MUST BE ACTUALLY RECEIVED BY THE DEBTORS' VOTING AGENT, PRIME CLERK, (I) VIA THE ONLINE E-BALLOT PLATFORM AT [HTTP://CASES.PRIMECLERK.COM/SQUARETWOBALLOTS](http://cases.primeclerk.com/squaretwoballots) OR (II) AT SQUARETWO BALLOT PROCESSING, C/O PRIME CLERK LLC, 830 THIRD AVENUE, 3RD FLOOR, NEW YORK, NY 10022, NO LATER THAN 5:00 P.M. (PREVAILING EASTERN TIME) ON MARCH 17, 2017, OR THE VOTES TRANSMITTED THEREBY WILL NOT BE COUNTED, EXCEPT IN THE DEBTORS' SOLE DISCRETION.

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, OR IF YOU NEED ADDITIONAL COPIES OF THIS BALLOT, THE DISCLOSURE STATEMENT, THE PLAN, OR OTHER RELATED MATERIALS OR DOCUMENTS, PLEASE CALL THE VOTING AGENT, PRIME CLERK, AT 844-205-4337 (U.S. & CANADA TOLL FREE) OR 917-962-8384 (INTERNATIONAL) OR EMAIL SQUARETWOBALLOTS@PRIMECLERK.COM.

INSTRUCTIONS FOR COMPLETING THE BALLOT

1. In order for your vote to count, you must:

- (iv) In the boxes provided in Item 2 of the Ballot, indicate either acceptance or rejection of the Plan by checking the appropriate box;
- (v) Review the certification in Item 4 of the Ballot; and either
 - a. electronically complete, sign, and return your customized electronic Ballot by utilizing the “E-Ballot” platform on Prime Clerk’s website (as set forth below in paragraph 4) so that it is **actually received** by Prime Clerk no later than the Voting Deadline of 5:00 P.M. on March 17, 2017 (unless such time is extended by the Debtors); **OR**
 - b. complete, sign, and return your ballot by first class mail, overnight courier or hand delivery so that it is **actually received** by Prime Clerk no later than the Voting Deadline of 5:00 P.M. on March 17, 2017 (unless such time is extended by the Debtors). A pre-addressed, postage pre-paid return envelope is enclosed for your convenience. Any unsigned or non-original Ballots will not be counted. Return the completed Ballot to:

**SquareTwo Ballot Processing
c/o Prime Clerk LLC,
830 Third Avenue, 3rd Floor
New York, New York 10022
Phone: (844) 205-4337 (U.S. & Canada Toll Free)
Or (917) 962-8384 (International)**

- (vi) To facilitate distributions under the Plan (to the extent that the Plan is confirmed and consummated), please complete Item 3, which requests certain tax information that is necessary to make distributions to holders of Claims.

2. **The method of delivery of your Ballot is at your election and at your own risk. HOLDERS ARE STRONGLY ENCOURAGED TO SUBMIT THEIR BALLOTS VIA THE E-BALLOT PLATFORM. Prime Clerk’s E-Ballot platform is the sole manner in which Ballots will be accepted via electronic or online transmission. Except in the Debtors’ sole discretion, Ballots submitted by facsimile, email or means of electronic transmission other than Prime Clerk’s “E-Ballot” will not be counted.**

3. **Creditors who cast a Ballot using Prime Clerk’s “E-Ballot” platform should NOT also submit a paper Ballot.**

4. **IMPORTANT NOTE:** You will need the following information to retrieve and submit your customized electronic Ballot:

Unique E-Ballot ID#: _____

To submit your Ballot via the E-Ballot platform, please visit <http://cases.primeclerk.com/squaretwoballots>. Click on the "Submit E-Ballot" section of the website and follow the instructions to submit your Ballot. Each E-Ballot ID# is to be used solely for voting only those Claims described in Item 1 of your electronic Ballot. Please complete and submit an E-Ballot for each E-Ballot ID# you receive, as applicable.

If you are unable to use the E-Ballot platform or need assistance from Prime Clerk in completing and submitting your Ballot, please contact Prime Clerk (a) via phone at 844-205-4337 (U.S. & Canada toll free) or 917-962-8384 (international) or (b) via e-mail at squaretwoballots@primeclerk.com.

5. A properly completed, executed and timely-returned Ballot that either (a) indicates both an acceptance and rejection of the Plan or (b) fails to indicate either an acceptance or rejection of the Plan will not be counted.

6. You must vote all your Claims within a single Class under the Plan either to accept or reject the Plan. Accordingly, a Ballot (or multiple Ballots with respect to Claims within a single Class) that partially rejects and partially accepts the Plan will not be counted.

7. If you cast more than one Ballot voting the same Claim prior to the Voting Deadline, the last valid ballot timely received shall be deemed to reflect the voter's intent and shall supersede and revoke any earlier received Ballot. If you simultaneously cast inconsistent duplicate ballots with respect to the same Claim, such Ballots shall not be counted.

8. Any Ballot cast by a person or entity that did not hold a claim or interest in Class 3 (First Lien Lender Claims), Class 4 (1.25 Lien Lender Claims), or Class 5 (1.5 Lien Lender Claims) will not be counted. These instructions are attached to a Class 4 (1.25 Lien Lender Claims) Ballot.

9. Any Ballot that is illegible or that contains insufficient information to permit the identification of the claimant will not be counted.

10. This Ballot does not constitute, and shall not be deemed to be, a proof of claim or equity interest or an assertion or admission of a Claim or an Interest.

11. It is important that you vote. The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if it is accepted by the holders of at least two-thirds in amount and one-half in number of the Claims in each impaired Class who vote on the Plan and if the Plan otherwise satisfies the applicable requirements of section 1129(a) of title 11 of the United States Code (the "Bankruptcy Code"). The votes of Claims actually voted in your Class will bind both those who vote and those who do not vote. If the requisite acceptances are not obtained, the Bankruptcy Court nonetheless may confirm the Plan if it finds that the Plan: (a) provides fair and equitable treatment to, and does not unfairly discriminate against, the Class or Classes voting to reject the Plan; and (b) otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code.

12. If you hold Claims in more than one voting Class under the Plan, you should receive a Ballot for each such category of Claims, coded by Class number and description, and a set of solicitation materials with respect to each such Claim. Each Ballot you receive is for voting only your Claim described in that ballot. Please complete and return each Ballot you receive. The attached Ballot is designated only for voting Class 4 1.25 Lien Lender Claims.

13. This Ballot is not a letter of transmittal and may not be used for any purposes other than to cast a vote to accept or reject the Plan. Holders should not surrender, at this time, certificates (if any) representing their securities. No party will accept delivery of any such certificates surrendered together with this Ballot.

14. NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR ADVICE, OR TO MAKE ANY REPRESENTATION, OTHER THAN WHAT IS CONTAINED IN THE MATERIALS MAILED WITH THIS BALLOT OR OTHER SOLICITATION MATERIALS APPROVED BY THE BANKRUPTCY COURT, INCLUDING, WITHOUT LIMITATION, THE DISCLOSURE STATEMENT.

15. PLEASE RETURN YOUR BALLOT PROMPTLY.

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE PROCEDURES GENERALLY, OR IF YOU NEED ADDITIONAL COPIES OF THE BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT PRIME CLERK AT 844-205-4337 (U.S. & CANADA) OR 917-962-8384 (INTERNATIONAL). THE VOTING AGENT IS NOT AUTHORIZED TO PROVIDE LEGAL ADVICE.

Exhibit B-3

Class 5 Ballot

NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR ADVICE, OR TO MAKE ANY REPRESENTATION, OTHER THAN WHAT IS INCLUDED IN THE MATERIALS MAILED WITH THIS BALLOT.

IMPORTANT: NO CHAPTER 11 CASES OR CORRESPONDING RECOGNITION PROCEEDINGS UNDER THE CANADIAN COMPANIES' CREDITORS ARRANGEMENT ACT ("CCAA") HAVE BEEN COMMENCED AS OF THE DATE OF THE DISTRIBUTION OF THIS BALLOT. IF VOLUNTARY REORGANIZATION CASES ARE FILED, THE COMPANY INTENDS TO PROMPTLY SEEK CONFIRMATION OF THE PREPACKAGED CHAPTER 11 PLAN BY THE BANKRUPTCY COURT AND SEEK A CORRESPONDING RECOGNITION ORDER FROM THE CANADIAN COURT.

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
In re : Chapter 11
:
SquareTwo Financial Services :
Corporation., et al.,¹ : Case No. 17-_____ ()
:
Debtors. :
-----X

BALLOT FOR CLASS 5 1.5 LIEN LENDER CLAIMS VOTING TO ACCEPT OR REJECT THE JOINT PREPACKAGED CHAPTER 11 PLAN FOR SQUARETWO FINANCIAL SERVICES CORPORATION AND ITS AFFILIATED DEBTORS

THE VOTING DEADLINE BY WHICH YOUR BALLOT MUST BE ACTUALLY RECEIVED BY THE VOTING AGENT IS 5:00 P.M. (PREVAILING EASTERN TIME) ON MARCH 17, 2017 (THE "VOTING DEADLINE").

IF YOUR BALLOT IS NOT RECEIVED ON OR PRIOR TO THE VOTING DEADLINE, THE VOTE REPRESENTED BY YOUR BALLOT WILL NOT BE COUNTED, EXCEPT IN THE DEBTORS' SOLE DISCRETION.

¹ The prospective Debtors in the chapter 11 cases and the last four digits of each Debtor's federal taxpayer identification number or Canadian equivalent are as follows: Astrum Financial, LLC (2265); Autus, LLC (2736); CA Internet Marketing, LLC (7434); CACH, LLC d/b/a Fresh View Funding (6162); CACV of Colorado, LLC (3409); CACV of New Jersey, LLC (3499); Candeo, LLC (2809); CCL Financial Inc. (7548); Collect Air, LLC (7987); Collect America of Canada, LLC (7137); Healthcare Funding Solutions, LLC (2985); Metropolitan Legal Administration Services, Inc. (6811); Orsa, LLC (2864); Preferred Credit Resources Limited (0637); ReFinance America, Ltd. (4359); SquareTwo Financial Canada Corporation (1034); SquareTwo Financial Corporation (1849); and SquareTwo Financial Services Corporation d/b/a Fresh View Solutions (5554). The Debtors' executive headquarters are located at 6300 South Syracuse Way, Suite 300, Centennial, CO 80111

If you are, as of February 27, 2017 (the “**Voting Record Date**”), a holder of a Class 5 Claim (a “**1.5 Lien Lender Claim**”) against SquareTwo Financial Services Corporation and/or any of its affiliated entities listed in footnote 1 (collectively, the “**Debtors**”) arising under or related to the Credit Agreement, dated as of May 24, 2016 (as amended, restated, supplemented or otherwise modified from time to time, the “**1.5 Lien Credit Agreement**”), please use this ballot (the “**Ballot**”) to cast your vote to accept or reject the Joint Prepackaged Chapter 11 Plan for SquareTwo Financial Services Corporation and Its Affiliated Debtors (the “**Plan**”), which is being proposed by the Debtors. The Plan is Exhibit A to the Disclosure Statement, dated March 3, 2017 (the “**Disclosure Statement**”), which accompanies this Ballot and also provides the basis for the terms and conditions of the Plan. Capitalized terms used in this Ballot and the attached instructions that are not otherwise defined herein have the meanings given to them in the Plan. Before you transmit your votes, please review the Plan, the Disclosure Statement and all related documents enclosed herewith carefully, including the voting procedures explained in Article V of the Disclosure Statement.

The Plan can be confirmed by the Bankruptcy Court and thereby made binding upon you if it is accepted by the holders of at least two-thirds in dollar amount and more than one-half in number of Claims in each Class entitled to vote and that actually vote on the Plan, and if it otherwise satisfies the requirements of section 1129(a) of the Bankruptcy Code. If the requisite acceptances are not obtained (or if a Class of Claims or Interests is deemed to reject the Plan), the Bankruptcy Court may nonetheless confirm the Plan if it finds that the Plan provides fair and equitable treatment to, and does not discriminate unfairly against, the Class or Classes rejecting it, and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code.

Please note that the Plan contemplates separate classes of creditors and interest holders for voting and distribution purposes. Depending on the nature of the debt or interest that is held in or against the Debtors, a creditor may have claims and/or interests in multiple classes. The Disclosure Statement sets forth a description of the classes in the Plan.

If you have any questions on how to properly complete this Ballot, please call Prime Clerk, LLC (the “**Voting Agent**”) at 844-205-4337 (U.S. & Canada toll free) or 917-962-8384 (international) or email squaretwoballots@primeclerk.com. **THE VOTING AGENT IS NOT AUTHORIZED TO, AND WILL NOT, PROVIDE LEGAL ADVICE.**

PLEASE READ AND FOLLOW THE BELOW INSTRUCTIONS CAREFULLY. COMPLETE, SIGN (ELECTRONIC SIGNATURE IS ACCEPTABLE) AND DATE YOUR CUSTOMIZED BALLOT (PURSUANT TO THE INSTRUCTIONS BELOW), AND RETURN IT SO THAT IT IS ACTUALLY RECEIVED BY THE DEBTORS’ VOTING AGENT, PRIME CLERK LLC, ON OR BEFORE THE VOTING DEADLINE OF 5:00 P.M. (PREVAILING EASTERN TIME) ON MARCH 17, 2017. IF THIS BALLOT IS NOT COMPLETED, SIGNED, AND ACTUALLY RECEIVED BY THE DEBTORS’ VOTING AGENT PRIOR TO THE EXPIRATION OF THE VOTING DEADLINE, THEN THE VOTES TRANSMITTED BY THIS BALLOT WILL NOT BE COUNTED, EXCEPT IN THE DEBTORS’ SOLE DISCRETION.

IMPORTANT

You should carefully review the Disclosure Statement and Plan before you vote. You may wish to seek legal or other professional advice concerning the Plan and 1.5 Lien Credit Agreement as well as classification of your 1.5 Lien Lender Claim. Your 1.5 Lien Lender Claim against the Debtors has been placed in Class 5 under the Plan.

VOTING DEADLINE: 5:00 P.M. (PREVAILING EASTERN TIME) ON MARCH 17, 2017.

If your Ballot is not received by the Debtors' Voting Agent on or before the Voting Deadline and such deadline is not extended, your vote will not count.

If the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote.

IF YOU (I) HAVE ANY QUESTIONS REGARDING THE BALLOT, (II) DID NOT RECEIVE A COPY OF THE DISCLOSURE STATEMENT OR PLAN, OR (III) NEED ADDITIONAL COPIES OF THE BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE VOTING AGENT BY CALLING 844-205-4337 (U.S. & CANADA TOLL FREE) OR 917-962-8384 (INTERNATIONAL) OR EMAILING SQUARETWOBALLOTS@PRIMECLERK.COM. PLEASE DO NOT DIRECT ANY INQUIRIES TO THE BANKRUPTCY COURT. THE VOTING AGENT IS NOT AUTHORIZED TO, AND WILL NOT, PROVIDE LEGAL ADVICE.

Item 1. *Voting Classification and Amount.* The undersigned hereby certifies that as of February 27, 2017, the undersigned was the record holder of 1.5 Lien Lender Claims in Class 5 under the Plan, in the aggregate unpaid principal amount of:

\$ _____
(enter amount)

Item 2. *Vote on Plan.* The undersigned holder of 1.5 Lien Lender Claim in Class 5 under the Plan, as described in Item 1 above, votes all such Claims to (check one box):

☐ **Accept** the Plan

OR

☐ **Reject** the Plan

A vote to accept or reject the Plan will be deemed to be a vote to accept or reject the Plan for each of the companies directly involved in the proposed restructuring transaction.

IMPORTANT INFORMATION REGARDING THE RELEASES

Following confirmation, subject to Article XII of the Plan, the Plan will be substantially consummated on the Effective Date. Among other things, effective as of the Confirmation Date but subject to the occurrence of the Effective Date, certain release, injunction, exculpation and discharge provisions set forth in Article XII of the Plan will become effective. In determining how to cast your vote on the Plan, it is important to read the provisions contained in Article XII of the Plan very carefully so that you understand how confirmation and substantial consummation of the Plan — which effectuates such provisions — will affect you and any Claim(s) you may hold against the Debtors and/or certain other Released Parties specified in the Plan.²

EXCEPT AS OTHERWISE PROVIDED IN THE PLAN OR THE CONFIRMATION ORDER, ON THE EFFECTIVE DATE, EACH OF THE RELEASED PARTIES, IN CONSIDERATION FOR THE OBLIGATIONS OF THE RESPECTIVE RELEASED PARTIES UNDER THE PLAN WILL HAVE CONSENTED TO THE PLAN FOR ALL PURPOSES AND THE RESTRUCTURING EMBODIED THEREIN AND FOREVER RELEASE, WAIVE AND DISCHARGE ALL CLAIMS, OBLIGATIONS, SUITS, JUDGMENTS, DEMANDS, DEBTS, RIGHTS, CAUSES OF ACTION AND LIABILITIES (OTHER THAN THE RIGHT TO ENFORCE THE PLAN AND THE CONTRACTS, INSTRUMENTS, RELEASES, AGREEMENTS AND DOCUMENTS DELIVERED UNDER OR IN CONNECTION WITH THE PLAN) AGAINST THE OTHER RELEASED PARTIES AND THE REORGANIZED DEBTORS (INCLUDING THE ACQUIRED DEBTORS AND THE DISSOLVING DEBTORS), WHETHER LIQUIDATED OR UNLIQUIDATED, FIXED OR CONTINGENT, MATURED OR UNMATURED, KNOWN OR UNKNOWN, FORESEEN OR UNFORESEEN, THEN EXISTING OR THEREAFTER ARISING, IN LAW, EQUITY OR OTHERWISE THAT ARE BASED IN WHOLE OR IN PART ON ANY ACT OR OMISSION, TRANSACTION, EVENT OR OTHER OCCURRENCE TAKING PLACE ON OR PRIOR TO THE EFFECTIVE DATE IN ANY WAY RELATING TO THE DEBTORS, THE REORGANIZED DEBTORS, INCLUDING THE ACQUIRED DEBTORS AND THE DISSOLVING DEBTORS, THE PURCHASE, SALE OR RECISSION OF THE

² *Released Parties* means, collectively, and each solely in its capacity as such: (a) the Debtors and Reorganized Debtors (including the Acquired Debtors and the Dissolving Debtors); (b) the DIP Administrative Agent and the DIP Lenders; (c) the First Lien Administrative Agent; (d) the 1.25 Lien Administrative Agent; (e) the 1.5 Lien Administrative Agent; (f) the Consenting Lenders; (g) the Plan Investor; (h) the Creditors' Committee (if any) and each of its members solely in their capacity as members of the Creditors' Committee; and (i) each of such parties' respective predecessors, successors, assigns, subsidiaries, owners, affiliates, managed accounts or funds and their current and former officers, directors, managers, managing members, employees (other than with respect to (1) money borrowed from or owed to the Debtors by any such employees as set forth in any of the Debtor's books and records, or (2) any obligations owed by such employees to such Debtor or pursuant to written agreement), managers, members, principals, shareholders, agents, advisory board members, management companies, fund advisors, partners, attorneys, financial advisors or other professionals or representatives, together with their successors and assigns; provided, however, that such attorneys and professional advisors shall only include those that provided services related to the Chapter 11 Cases or the Canadian Proceeding and the transactions contemplated by the Plan; provided, further, that no Person shall be a Released Party if it objects to the releases provided for in Article XII of the Plan.

PURCHASE OR SALE OF ANY SECURITY OF THE DEBTORS, THE SUBJECT MATTER OF OR THE TRANSACTIONS OR EVENTS GIVING RISE TO, ANY CLAIM OR INTEREST THAT IS TREATED IN THE PLAN, THE PARTIES RELEASED PURSUANT TO SECTION 12.6 OF THE PLAN, THE CHAPTER 11 CASES, THE CANADIAN PROCEEDING, THE RSA, PLAN FUNDING AGREEMENT, THE DIP FACILITY, THE PLAN FUNDING AGREEMENT, THE PLAN OR THE DISCLOSURE STATEMENT.

EXCEPT AS OTHERWISE PROVIDED IN THE PLAN OR THE CONFIRMATION ORDER, AND EXCEPT WITH RESPECT TO ANY CLAIMS AGAINST DIRECTORS THAT CANNOT BE RELEASED UNDER SECTION 5.1(2) OF THE CCAA, ON THE EFFECTIVE DATE, EACH OF THE DIRECTORS AND OFFICERS OF THE DEBTORS SERVING IN SUCH CAPACITIES AS OF THE PETITION DATE, EACH IN THEIR CAPACITIES AS SUCH, SHALL BE DEEMED TO BE RELEASED FROM ALL CLAIMS, OBLIGATIONS, SUITS, JUDGMENTS, DEMANDS, DEBTS, RIGHTS, CAUSES OF ACTION AND LIABILITIES WHATSOEVER (OTHER THAN THE RIGHT TO ENFORCE THE OBLIGATIONS OF ANY PARTY UNDER THE PLAN AND THE CONTRACTS, INSTRUMENTS, RELEASES, AGREEMENTS AND DOCUMENTS DELIVERED UNDER OR IN CONNECTION WITH THE PLAN), WHETHER LIQUIDATED OR UNLIQUIDATED, FIXED OR CONTINGENT, MATURED OR UNMATURED, KNOWN OR UNKNOWN, FORESEEN OR UNFORESEEN, THEN EXISTING OR THEREAFTER ARISING, IN LAW, EQUITY OR OTHERWISE THAT ARE BASED IN WHOLE OR IN PART ON ANY ACT OR OMISSION, TRANSACTION, EVENT OR OTHER OCCURRENCE TAKING PLACE ON OR PRIOR TO MAY 24, 2016 IN ANY WAY RELATING TO THE DEBTORS.

Item 3. Tax Information.

Under penalty of perjury, Claimant certifies that:

- A. Claimant's correct taxpayer identification number is:
(Social Security Number) ____-____-____,
(or Employer Identification Number) ____-____; and
- B. Claimant is not subject to backup withholding because (please check appropriate box):
- ☐ (i) Claimant is exempt from backup withholding;
- ☐ (ii) Claimant has not been notified by the Internal Revenue Service ("**IRS**") that Claimant is subject to backup withholding as a result of a failure to report all interest or dividends; or
- ☐ (iii) The IRS has notified Claimant that Claimant is no longer subject to backup withholding.

Item 4: *Certifications.* By returning this Ballot, the undersigned holder of 1.5 Lien Lender Claims in Class 5 under the Plan, as described in Item 1 above, certifies that (a) it has full power and authority to vote to accept or reject the Plan; (b) it was the record holder of the Claims described in Item 1 on February 27, 2017; (c) it has received a copy of the Plan and Disclosure Statement (and all attachments and supplements thereto); and (d) all authority conferred or agreed to be conferred pursuant to this Ballot, and every obligation of the undersigned hereunder, shall be binding upon the transferees, successors, assigns, heirs, executors, administrators, trustees in bankruptcy and legal representatives of the undersigned and shall not be affected by, and shall survive, the death or incapacity of the undersigned. The undersigned understands that an otherwise properly completed, executed and timely-returned Ballot that does not indicate either acceptance or rejection of the Plan or indicates both acceptance and rejection of the Plan will not be counted. By signing the Ballot you also are acknowledging that your vote is subject to all terms or conditions set forth in the Disclosure Statement and Plan.

Name of Claimant: _____

Signature: _____

Print Name: _____

Title: _____

Street Address: _____

City, State and Zip Code: _____

Telephone Number: _____

Email Address: _____

Date Completed: _____

THIS BALLOT MUST BE ACTUALLY RECEIVED BY THE DEBTORS' VOTING AGENT, PRIME CLERK, (I) VIA THE ONLINE E-BALLOT PLATFORM AT HTTP://CASES.PRIMECLERK.COM/SQUARETWOBALLOTS OR (II) AT SQUARETWO BALLOT PROCESSING, C/O PRIME CLERK LLC 830 THIRD AVENUE, 3RD FLOOR, NEW YORK, NY 10022, NO LATER THAN 5:00 P.M. (PREVAILING EASTERN TIME) ON MARCH 17, 2017, OR THE VOTES TRANSMITTED THEREBY WILL NOT BE COUNTED, EXCEPT IN THE DEBTORS' SOLE DISCRETION.

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, OR IF YOU NEED ADDITIONAL COPIES OF THIS BALLOT, THE DISCLOSURE STATEMENT, THE PLAN, OR OTHER RELATED MATERIALS OR DOCUMENTS, PLEASE CALL THE VOTING AGENT, PRIME CLERK, AT 844-205-4337 (U.S. & CANADA TOLL FREE) OR 917-962-8384 (INTERNATIONAL) OR EMAIL

SQUARETWOBALLOTS@PRIMECLERK.COM.

INSTRUCTIONS FOR COMPLETING THE BALLOT

1. In order for your vote to count, you must:
 - (vii) In the boxes provided in Item 2 of the Ballot, indicate either acceptance or rejection of the Plan by checking the appropriate box;
 - (viii) Review the certification in Item 4 of the Ballot; and either
 - a. electronically complete, sign, and return your customized electronic Ballot by utilizing the “E-Ballot” platform on Prime Clerk’s website (as set forth below in paragraph 4) so that is it **actually received** by Prime Clerk no later than the Voting Deadline of 5:00 P.M. on March 17, 2017 (unless such time is extended by the Debtors); **OR**
 - b. complete, sign, and return your Ballot by first class mail, overnight courier or hand delivery so that is it **actually received** by Prime Clerk no later than the Voting Deadline of 5:00 P.M. on March 17, 2017 (unless such time is extended by the Debtors). A pre-addressed, postage pre-paid return envelope is enclosed for your convenience. Any unsigned or non-original Ballots will not be counted. Return the completed Ballot to:

**SquareTwo Ballot Processing
c/o Prime Clerk LLC,
830 Third Avenue, 3rd Floor
New York, NY 10022
Phone: (844) 205-4337 (U.S. & Canada Toll Free)
Or (917) 962-8384 (International)**

- (ix) To facilitate distributions under the Plan (to the extent that the Plan is confirmed and consummated), please complete Item 3, which requests certain tax information that is necessary to make distributions to holders of Claims.
2. **The method of delivery of your Ballot is at your election and at your own risk. HOLDERS ARE STRONGLY ENCOURAGED TO SUBMIT THEIR BALLOTS VIA THE E-BALLOT PLATFORM. Prime Clerk’s E-Ballot platform is the sole manner in which Ballots will be accepted via electronic or online transmission. Except in the Debtors’ sole discretion, Ballots submitted by facsimile, email or means of electronic transmission other than Prime Clerk’s “E-Ballot” will not be counted.**
3. **Creditors who cast a Ballot using Prime Clerk’s “E-Ballot” platform should NOT also submit a paper Ballot.**
4. **IMPORTANT NOTE: You will need the following information to retrieve and submit your customized electronic Ballot:**

Unique E-Ballot ID#:_____

To submit your Ballot via the E-Ballot platform, please visit <http://cases.primeclerk.com/squaretwoballots>. Click on the “Submit E-Ballot” section of the website and follow the instructions to submit your Ballot. Each E-Ballot ID# is to be used solely for voting only those Claims described in Item 1 of your electronic Ballot. Please complete and submit an E-Ballot for each E-Ballot ID# you receive, as applicable.

If you are unable to use the E-Ballot platform or need assistance from Prime Clerk in completing and submitting your Ballot, please contact Prime Clerk (a) via phone at 844-205-4337 (U.S. & Canada toll free) OR 917-962-8384 (international) or (b) via e-mail at squaretwoballots@primeclerk.com.

5. A properly completed, executed and timely-returned Ballot that either (a) indicates both an acceptance and rejection of the Plan or (b) fails to indicate either an acceptance or rejection of the Plan will not be counted.
6. You must vote all your Claims within a single Class under the Plan either to accept or reject the Plan. Accordingly, a Ballot (or multiple Ballots with respect to Claims within a single Class) that partially rejects and partially accepts the Plan will not be counted.
7. If you cast more than one Ballot voting the same Claim prior to the Voting Deadline, the last valid Ballot timely received shall be deemed to reflect the voter’s intent and shall supersede and revoke any earlier received Ballot. If you simultaneously cast inconsistent duplicate Ballots with respect to the same Claim, such Ballots shall not be counted.
8. Any Ballot cast by a person or entity that did not hold a claim or interest in Class 3 (First Lien Lender Claims), Class 4 (1.25 Lien Lender Claims), or Class 5 (1.5 Lien Lender Claims) will not be counted. These instructions are attached to a Class 5 (1.5 Lien Lender Claims) Ballot.
9. Any Ballot that is illegible or that contains insufficient information to permit the identification of the claimant will not be counted.
10. This Ballot does not constitute, and shall not be deemed to be, a proof of claim or equity interest or an assertion or admission of a Claim or an Interest.
11. It is important that you vote. The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if it is accepted by the holders of at least two-thirds in amount and one-half in number of the Claims in each impaired Class who vote on the Plan and if the Plan otherwise satisfies the applicable requirements of section 1129(a) of title 11 of the United States Code (the “Bankruptcy Code”). The votes of Claims actually voted in your Class will bind both those who vote and those who do not vote. If the requisite acceptances are not obtained, the Bankruptcy Court nonetheless may confirm the Plan if it finds that the Plan: (a) provides fair and equitable treatment to, and does not unfairly discriminate against, the Class or Classes voting to reject the Plan; and (b) otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code.
12. If you hold Claims in more than one voting Class under the Plan, you should receive a Ballot for each such category of Claims, coded by Class number and description, and a set of solicitation materials with respect to each such Claim. Each Ballot you receive is for voting only

your Claim described in that Ballot. Please complete and return each Ballot you receive. The attached Ballot is designated only for voting Class 5 1.5 Lien Lender Claims.

13. This Ballot is not a letter of transmittal and may not be used for any purposes other than to cast a vote to accept or reject the Plan. Holders should not surrender, at this time, certificates (if any) representing their securities. No party will accept delivery of any such certificates surrendered together with this Ballot.

14. NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR ADVICE, OR TO MAKE ANY REPRESENTATION, OTHER THAN WHAT IS CONTAINED IN THE MATERIALS MAILED WITH THIS BALLOT OR OTHER SOLICITATION MATERIALS APPROVED BY THE BANKRUPTCY COURT, INCLUDING, WITHOUT LIMITATION, THE DISCLOSURE STATEMENT.

15. PLEASE RETURN YOUR BALLOT PROMPTLY.

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE PROCEDURES GENERALLY, OR IF YOU NEED ADDITIONAL COPIES OF THE BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT PRIME CLERK AT 844-205-4337 (U.S. & CANADA TOLL FREE) OR 917-962-8384 (INTERNATIONAL). THE VOTING AGENT IS NOT AUTHORIZED TO PROVIDE LEGAL ADVICE.